

MEMORANDUM OF OIL AND GAS LEASE

BOOK 0722 PAGE 0204

The undersigned Venango 21st Century Energy, Inc.

_____ of
650 Canterbury Lane Sewickley PA, 15143 as Lessor and

TriEnergy Holdings, LLC, P.O. Box 89, Sewickley, PA 15143, as Lessee, entered into an Oil and Gas Lease as of the 24 day of August, 20 10. Said lease covers all that certain tract of land situate in the District of Meade, in Marshall County, State of West Virginia, bounded and described generally as follows:

On the North by: 9-4-10 & 9-5-1
 On the East by: 9-7-4, 9-7-1, 9-6-7 & 9-6-9
 On the South by: 9-7-2, 9-7-1, 9-6-7 & 9-6-9
 On the West by: 9-6-5, 9-4-10 & 9-5-1
 Tax Parcel No: 9-7-3

Containing (206.89) acres, more or less, being the same land conveyed by _____
Deed and recorded in the records of
 said county in Book 707, Page 357.

Under the terms of the aforesaid lease, the said property was leased by Lessor to Lessee for a term of Five (5) years from the date thereof and so long thereafter as oil or gas are produced from said land in paying quantities or the lease is otherwise maintained pursuant to the provisions thereof.

Under the terms of said lease, the Lessee has a first option to renew the lease for a further like term, which option must be exercised within sixty (60) days of the expiration of the initial primary term of said lease.

Dated: August 24, 20 10.

WITNESS:

LESSOR:

Jarrett D. Watson (SEAL)
Jarrett D. Watson
Venango 21st Century Energy, Inc.

 (SEAL)
 Approved by:
Joseph E. Bojalad, President
TriEnergy Holdings, LLC

Jan Pest
 MARSHALL County 12:01:52 PM
 Instrument No 1299176
 Date Recorded 01/27/2011
 Document Type O&G
 Pages Recorded 2
 Book-Page 722-281
 Recording Fee \$5.00
 Additional \$6.00

State/Commonwealth of Pennsylvania,
 County of Allegheny)
 ss:)

Before me a Notary Public in and for said county and state personally appeared: Jarrett D. Watson
 the

President of Venango 21st Century Energy, Inc., the above named corporation, who acknowledge to me that they did execute the foregoing instrument for and on behalf of said corporation, pursuant to authority so to do of said corporation and that the same is the free act and deed of said corporation and of themselves as such officers, for the uses and purposes therein set forth.

IN Testimony Whereof, I have hereunto set my hand and affixed my official seal at Sewickley, PA this 24th day of August, 2010.

My Commission Expires: 9/24/2013

Delbra W. Reid
 Notary Public

COMMONWEALTH OF PENNSYLVANIA
 Notarial Seal
 Delbra W. Reid, Notary Public
 Sewickley Boro, Allegheny County
 My Commission Expires Sept. 24, 2013
 Member, Pennsylvania Association of Notaries

TRIENERGY HOLDINGS, LLC
 P.O. BOX 89
 SEWICKLEY, PA 15143-0089

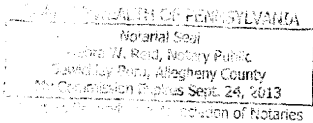
CORPORATIONState/Commonwealth of: PENNSYLVANIACounty of: Allegheny SS:

Before me a Notary Public in and for said county and state personally appeared: Joseph E. Bojalad, the President of TriEnergy Holdings, LLC, the above named corporation, who acknowledged to me that they did execute the foregoing instrument for and on behalf of said corporation, pursuant to authority so to do of said corporation and that the same is the free act and deed of said corporation and of themselves as such officers, for the uses and purposes therein set forth.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at Switzky PA this 26th day of January, 2011.

My Commission expires: 9/24/2013

Debra W. Reid
Notary Public



STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 24th day of August, 2010, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 24th day of January, 2011 at 12:01 o'clock P.M.

TESTE: Jan Pest

Clerk.